



## **Proposed Bylaw Amendments Report**

---

Presented at the November 9, 2017 Annual General Meeting of the membership of Kingston Pride Inc.

# Table of Contents

Table of Contents ..... 2

Amendment 01 ..... 3

Amendment 02 ..... 3

Amendment 03 ..... 4

Amendment 04 ..... 4

Amendment 05 ..... 4

Amendment 06 ..... 4

Amendment 07 ..... 5

Amendment 08 ..... 5

Amendment 09 ..... 6

Amendment 10 ..... 6

Amendment 11 ..... 7

Amendment 12 ..... 7

Amendment 13 ..... 8

Amendment 14 ..... 9

Amendment 15 ..... 9

Amendment 16 ..... 10

Amendment 17 ..... 10

Amendment 18 ..... 10

Amendment 19 ..... 11

Amendment 20 ..... 11

Amendment 21 ..... 11

Amendment 22 ..... 13

## Amendment 01

### 1.2 Goals

The establishment and maintenance of the Kingston Pride Inc. Committee for the purposes of:

- a) Promoting, with pride, the positive contribution of the diversity of sexual orientation and gender identity in the Kingston and surrounding Region
- b) organizing a festival each year to celebrate this diversity;
- c) encouraging all segments of the lesbian, gay, bisexual, transgender community and heterosexual supporters to celebrate their sexual orientation and gender identity through Pride celebrations, or any other events throughout the year;
- d) fostering a greater understanding and acknowledgement of the diversity of sexual orientation and gender identity in Kingston;
- e) and any other such complementary purposes not inconsistent with these objects.

- c. encouraging **the LGBTQ+** ~~all segments of the lesbian, gay, bisexual, transgender~~ community and ~~heterosexual~~ supporters to celebrate **diversity** in their sexual orientation and gender identity through Pride celebrations, or any other events throughout the year;
- d. fostering a greater understanding and acknowledgement of **the positive contribution of people** with diverse sexual orientation and gender identity in Kingston;
- e. and any other such complementary purposes not inconsistent with these **goals** objects.

## Amendment 02

### 1.3 Statement of Principles

The Kingston Pride Inc. Committee is dedicated to upholding the following principles:

- a) That diversity of sexual orientation and gender identity represents a positive contribution to society, and it is therefore a matter for pride and celebration;
- b) That a Pride Festival and Pride Day should be set aside in on the third Saturday of June each year to celebrate this diversity;
- c) That all segments of the lesbian, gay, bisexual, transgender community are entitled and encouraged to be represented in *all* pride celebrations; and
- d) That the members of the heterosexual community who support these principles are entitled and encouraged to help organize and participate in pride celebrations

### 1.3 Statement of Principles

**The Kingston Pride Inc. Committee is dedicated to upholding the following principles:**

- a) That diversity of sexual orientation and gender identity represents a positive contribution to society, and it is therefore a matter for pride and celebration;
- b) That a Pride Festival and Pride Day should be set aside in ~~on the third Saturday of June~~ each year to celebrate this diversity;
- c) That all segments of the **LGTBQ+** ~~lesbian, gay, bisexual, transgender~~ community **who support these principles** are entitled and encouraged to **participate** ~~be represented~~ in *all* pride celebrations; and
- d) That the members of the ~~heterosexual~~ community who support these principles are ~~entitled and~~ encouraged **to become members of Kingston Pride Inc and** to help organize and participate in pride celebrations

## Amendment 03

<p>ARTICLE TWO INTERPRETATION</p> <p><b>Definitions</b> In this by-law and all other by-laws and special resolutions of the Corporation, unless the context otherwise requires:</p>	<p><b>ADD:</b> "LGBTQ+" is an all encompassing term that for the purposes of these bylaws means Lesbian, Gay, Bi-Sexual, Transgender, Queer, with the plus indicating inclusion of Two Spirited, Questioning, Inter-sex, Asexual, Pansexual and any other Gender Variant.</p>
---	---

## Amendment 04

<p><b>2.2 Interpretation</b></p> <p>Words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.</p>	<p><b>2.2 Interpretation</b></p> <p>Words importing the singular number or the masculine gender shall include the plural number or <del>the feminine</del> <b>all genders</b>, as the case may be, and vice versa, and references to persons shall include firms and corporations.</p>
---	--

## Amendment 05

<p><b>3.3 Financial Year</b></p> <p>Until otherwise ordered by the board, the financial year of the Corporation shall end on the 30th day of June in each year.</p>	<p><b>3.3 Fiscal Financial-Year</b></p> <p>Until otherwise ordered by the board, the <del>financial</del> fiscal year of the Corporation shall end on the <del>30th</del> <b>31<sup>st</sup></b> day of <del>June</del> <b>August</b> in each year.</p>
---	---

## Amendment 06

<p><b>3.4 Books and Records</b></p> <p>The directors shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.</p>	<p><b>3.4 Books and Records</b></p> <p>The directors shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.</p> <p><b>The directors shall further ensure that such records are transferred between appointed officers of the corporation in perpetuity until the corporation is dissolved.</b></p>
--	---

## Amendment 07

### 3.5 Execution of instruments

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the Board or any other person designated by the Board. All instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

### 3.5 Execution of instruments

Contracts in the ordinary course of the Corporation's operations may be entered into **in writing** on behalf of the Corporation by **two members of** the Board or any other person designated **by a recorded vote of** the Board. All instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

## Amendment 08

### 3.6 Banking arrangements

The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

### 3.6 Banking arrangements

The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the board **as documented in the minutes**. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

## Amendment 09

### 3.6.1 Cheques, etc.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be documented in minutes and signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the banks of the Corporation by using the Corporation's rubber stamp for the purpose.

Any one two of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

### 3.6.1 Cheques, etc.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be documented in minutes and signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors ~~and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the banks of the Corporation by using the Corporation's rubber stamp for the purpose.~~

~~Any one two of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.~~

## Amendment 10

### 4.3 Election and term

Directors shall be elected to a minimum two-year term of office and a maximum of five-year term of office at the Annual Meeting, As per appendix II. The directors shall continue in office their successors are duly elected and qualified. The election shall be by secret ballot.

The retiring directors shall be eligible for re-election if otherwise qualified.

### 4.3 Election and term

Directors shall be elected to a minimum two-year term of office and a maximum of five-year term of office at the Annual Meeting, As per appendix II. The directors shall continue in office **for a maximum of six years** ~~until their successors are duly elected and qualified. The election shall be by secret ballot.~~

The retiring directors shall be eligible for re-election **after one year** if otherwise qualified.

## Amendment 11

### 4.4 Ex officio Directors

The members of the Board of Directors may, from time to time, appoint members of the Corporation to serve as ex officio members of the Board of Directors. An ex officio member is a voting position

### 4.4 Ex officio Directors

The members of the Board of Directors may, from time to time, appoint members of the Corporation to serve as ex officio members of the Board of Directors. An ex officio member is a **non-voting** position

## Amendment 12

### 4.5 Removal of Directors

The failure to participate in four (4) board meetings or three (3) consecutive board meetings, in one (1) board year, may result in an automatic removal of the respective director without the meeting of the membership the Board of Directors must vote in favour of reinstatement by a two thirds (2/3) vote at the meeting following the attendance failures.

### 4.5 Removal of Directors

The failure to participate in four (4) board meetings or three (3) consecutive board meetings, in one (1) board year, may result in an automatic removal of the respective director without the meeting of the membership for such a purpose. In order to be reinstated, **a quorum of** the Board of Directors must vote in favour of reinstatement by a two thirds (2/3) vote at the meeting following the attendance failures.

# Amendment 13

## 4.16 Committees

The Board shall create the following standing committees to assist the directors in carrying on the affairs of the Corporation. Each standing committee will include members of the board.

Within 30 days of an Annual Meeting, the board may appoint members of the Corporation to each of the standing committees, and may designate the Chair of the Committee. The Chair of the Corporation shall be an ex officio member of each Committee but shall not be included in the numbers referred herein.

The Standing Committees shall meet to consider any business before the committee as they see fit except provided for within these by-laws. The majority of the members of the committee shall constitute a quorum. Questions to be decided by consensus and taken to the Board of Directors.

### 4.16.1 Standing Committees (if any)

- **Planning and Events Committee.**

The Planning and Events Committee shall meet at least once a month, more frequently as required, to review and oversee the planning and execution of the annual Pride Festival and other events that the Corporation undertakes.

- **Finance Committee.**

The Finance Committee shall from time to time review the financial position of the Corporation and make recommendations to the Board of Directors concerning the finances of the Corporation, including the management of the Corporation's capital funds and investments, financial policies/procedures and the preparation of an annual budget. The Treasurer will chair the Financial Committee.

- **Fundraising and Sponsorship Committee.**

The Fundraising and Sponsorship Committee shall organize, plan and implement all fundraising activities for the Kingston Pride Inc. Committee. The Committee will also carry out such other fundraising and sponsorship tasks as the Pride Committee may direct from time to time.

- **Ad hoc Committees**

## 4.16 Committees

The Board **may from time to time** shall create the following standing committees **and shall prescribe their duties** to assist the directors in carrying on the affairs of the Corporation. Each standing committee will include, **but is not limited to**, members of the board.

Within 30 days of an Annual Meeting, the board may appoint members of the Corporation to each of a standing committees, and may designate the Chair of the Committee. The Chair of the Corporation shall be an ex officio member of each Committee but shall not be included in the numbers referred herein.

The Standing Committees shall meet to consider any business before the committee as they see fit except provided for within these by-laws. The majority of the members of the committee shall constitute a quorum. Questions to be decided by consensus and taken to the Board of Director

### 4.16.1 Standing Committees (if any)

- ~~**Planning and Events Committee.**~~

~~The Planning and Events Committee shall meet at least once a month, more frequently as required, to review and oversee the planning and execution of the annual Pride Festival and other events that the Corporation undertakes.~~

- ~~**Finance Committee.**~~

~~The Finance Committee shall from time to time review the financial position of the Corporation and make recommendations to the Board of Directors concerning the finances of the Corporation, including the management of the Corporation's capital funds and investments, financial policies/procedures and the preparation of an annual budget. The Treasurer will chair the Financial Committee.~~

- ~~**Fundraising and Sponsorship Committee.**~~

~~The Fundraising and Sponsorship Committee shall organize, plan and implement all fundraising activities for the Kingston Pride Inc. Committee. The Committee will also carry out such other fundraising and sponsorship tasks as the Pride Committee may direct from time to time.~~



<p>The Board of Directors may from time to time constitute such other committees, as it deems necessary and shall prescribe their duties.</p>	<p><del>•</del> <b>Ad hoc Committees</b>  <del>The Board of Directors may from time to time constitute such other committees, as it deems necessary and shall prescribe their duties.</del></p>
---	---

## Amendment 14

<p><b>5.2 Board Duties</b>  <b>5.2.1 Duties of Chair, Vice Chair</b>  The Chair shall, when present, preside at all meetings of the members of the Corporation and of the board of directors.</p> <p>The Chair shall also be charged with the general management and supervision of the affairs and operations of the Corporation.</p> <p>The Chair, with the Secretary or with another officer appointed by the board for the purpose, shall sign all by-laws, and membership certificates.</p>	<p><b>5.2 Board Duties</b>  <b>5.2.1 Duties of Chair, Vice Chair</b>  The Chair shall, when present, preside at all meetings of the members of the Corporation and of the board of directors.</p> <p>The Chair shall also be charged with the general management and supervision of the affairs and operations of the Corporation.</p> <p>The Chair, with the Secretary or with another officer appointed by the board for the purpose, shall sign all by-laws, <b>minutes</b> and membership certificates.</p>
--	---

## Amendment 15

<p><b>5.2.3 Duties of Treasurer</b>  The Treasurer or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors.</p>	<p><b>5.2.3 Duties of Treasurer</b>  The Treasurer or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall <b>ensure</b> deposit <b>of</b> all moneys or other valuable effects in the name and to the credit of the Corporation <del>in such bank or banks as may from time to time be designated by the Board of Directors.</del></p>
--	---

## Amendment 16

### 5.4 Removal of officers

Any Board officer of the Corporation may be removed by a two-thirds (2/3) vote of those present and entitled to vote at a special meeting of the board called for such purpose upon the giving of written notice as specified in this by-law, which notice shall be served upon the directors and upon the officer whose removal is proposed and shall specify the proposed removal as the subject matter of such meeting.

### 5.4 Removal of officers

Any Board officer of the Corporation may be removed by a two-thirds (2/3) vote of a **quorum of Directors** ~~those~~ present and entitled to vote at a special meeting of the board called for such purpose upon the giving of written notice as specified in this by-law, which notice shall be served upon the directors and upon the officer whose removal is proposed and shall specify the proposed removal as the subject matter of such meeting.

## Amendment 17

### 7.2 Annual Membership Dues

The annual membership dues shall be \$10.00 and is valid until the end of the fiscal year on June 30<sup>th</sup> of each year. Membership renewal is the sole responsibility of the member.

### 7.2 Annual Membership Dues

The annual membership dues shall be **determined from time to time by resolution of the Board** ~~\$10.00~~ and is valid until the end of the fiscal year ~~on June 30<sup>th</sup> of each year.~~ Membership renewal is the sole responsibility of the member.

## Amendment 18

### 8.1 Annual meetings

The Annual Meeting of members shall be held at such time and on such day in each year as the Board of Directors or the Chair may determine, for the purpose of receiving the reports and statements required by the Act to be placed before the Annual Meeting, electing directors, appointing auditors and for the transaction of such other business as may be properly brought before the meeting.

### 8.1 Annual meetings

The Annual Meeting of members shall be held at such time and on such day in each year as the Board of Directors or the Chair may determine, for the purpose of receiving the reports and statements required by the Act to be placed before the Annual Meeting, electing directors, appointing auditors **(if any)**, and for the transaction of such other business as may be properly brought before the meeting.

## Amendment 19

### 10.1 Appointment of auditors

The members shall at each Annual Meeting appoint an auditor to audit the accounts of the Corporation, to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditors shall be fixed by the board.

### 10.1 Appointment of auditors

The members shall at each Annual Meeting appoint an auditor (if any) to audit the accounts of the Corporation, to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditors shall be fixed by the board.

## Amendment 20

### Appendix III

- 1) Financial and Fiduciary Responsibilities  
All Board Members should adhere to the financial systems put in place by the Treasurer for allocation of funds and contract negotiations. The Board as a whole or at the very least, the Board Executive, must approve any and all contracts; the Board Executive must sign all contracts. Any breach of policy may result in the cancellation of the contract. All fundraising activities or sponsorship packages/contracts must be approved by the Director of Events, and submitted for approval of the Board. A Board member who is in breach of approved policies and procedures may be requested to resign their position as a Board member.

### Appendix III

- 1) Financial and Fiduciary Responsibilities  
All Board Members should adhere to the financial systems put in place by the Treasurer for allocation of funds and contract negotiations. The Board as a whole or at the very least, the Board Executive, must approve any and all contracts; a minimum of two members of the Board Executive must sign all contracts. Any breach of policy may result in the cancellation of the contract. All fundraising activities or sponsorship packages/contracts must be approved by the Director of Events, and submitted for approval of the Board. A Board member who is in breach of approved policies and procedures may be requested to resign their position as a Board member.

## Amendment 21

### Appendix III

- 2) Media Relations and Communication with Outside Agencies  
All Board Members are to refrain from making public statements to the media or any outside agency without the

### Appendix III

- 2) Media Relations and Communication with Outside Agencies  
All Board Members are to refrain from making public statements to the media or any outside agency without the

express approval of the Board. A member of the Board Executive will issue all public or media statements by Press Release or verbally. If members of the press, other media and outside agencies contact individual members of the Board, all inquiries are to be referred to the Chair or a minuted delegate member of the Board Executive of the Kingston Pride Inc. Committee for comment. A Board member who is in breach of approved policies and procedures may be requested to resign their position as a Board member.

express approval of the Board. A member of the Board Executive **or minuted delegate** will issue all public or media statements by Press Release or verbally. If members of the press, other media and outside agencies contact individual members of the Board, all inquiries are to be referred to the Chair **or a minuted delegate** ~~member of the Board Executive of the Kingston Pride Inc. Committee~~ for comment. A Board member who is in breach of approved policies and procedures may be requested to resign their position as a Board member.

## Amendment 22

### Appendix III

#### 4) Conflict of Interest and Financial Remuneration

Board Members shall not be entitled to financial remuneration or in kind donations without the express, written approval of the Board. Such remunerations shall only be permitted for "special service" rendered outside the role and responsibilities of your position as a Board Member. Such activities, where a Member would request remuneration, must be approved prior to implementation and any payment will be remitted only after the "special service" has been completed.

Any solicitation of funds or in kind donations by ANY Member of the Board from suppliers, sponsors or individuals on behalf of the Pride Committee – and not immediately documented and/or remitted to the Pride Committee will result in disciplinary action up to and including immediate expulsion and action may be taken to retrieve such funds or goods.

### Appendix III

#### 4) Conflict of Interest and Financial Remuneration

Board Members shall not be entitled to financial remuneration or in kind donations without the express, written approval of the Board. Such remunerations shall only be permitted for "special service" rendered outside the role and responsibilities of your position as a Board Member. Such activities, where a Member would request remuneration, must be approved prior to implementation and any payment will be remitted only after the "special service" has been completed.

Any solicitation of funds or in kind donations by ANY Member of the Board from suppliers, sponsors or individuals on behalf of the Pride Committee **must be authorized in advance by the Board**, – and ~~not~~ immediately documented and/or remitted to the Pride Committee **at its next meeting**. **Failure to do so** will result in disciplinary action up to and including immediate expulsion and action may be taken to retrieve such funds or goods.